USA Capital

First Trust Deed Investment

Borrower:

Bundy Canyon Land Development, LLC

The borrower is a joint venture between USA Investment Partners, and

Dave Fogg, Chris Pederson, and Kevin Everett.

Loan Amount:

\$2,500,000

Rate:

12.0% (net)

Term:

18 months

The Project:

The loan is for the acquisition of approximately 21.6 acres of land on Bundy Canyon Road, which is a major arterial connector between Interstate 215 and Interstate 15 in Wildomar in the county of Riverside,

California. Wildomar is adjacent to Murietta.

The subject 21.6 acres are planned for approximately 85 lots at an average of 7,200 square feet with a minimum lot width of 60 feet. Homes are anticipated to be sold for \$400,000 and up. The site will be master planned with contiguous development parcels to insure a desirable look

and feel for the area.

Collateral:

First Trust Deed on approximately 21.6 acres of property to be developed

into approximately 85 lots.

Loan to Value:

Approximately 29% of the sell out price for the approved mapped lots.

Guarantees:

The loan will be guaranteed by the principals of the borrower - Tom Hantges and Joe Milanowski. The principals in the transaction have a

combined net worth in excess of \$100 million as of 12-31-04.

Tom Hantges

Joe Milanowski

702-734-2400

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License #MB 333 4/20/2005

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